

## CLAIMS:

## 1. A compound of the formula:



5 wherein

Q is oxygen or sulfur;

X is hydrogen and Y is  $\text{CHR}^2\text{R}^3$ ,  $\text{NHR}^2$ ,  $\text{NHOR}^2$ , or  $\text{NHNR}^2\text{R}$ ; or X and Y are taken together to form  $=\text{CR}^2\text{R}^3$ ;  $=\text{NR}^2$ ;  $=\text{NOR}^2$ ; or  $=\text{NNR}^2\text{R}^3$ ; $\text{R}^1$ ,  $\text{R}^2$ , and  $\text{R}^3$  are each independently selected from the group

10 consisting of hydrogen and a radical  $-(\text{CH}_2)_m\text{Z}$ , where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl,  $\text{C}_1\text{-C}_6$  alkanoyloxy, optionally substituted benzoxyloxy,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_6$  alkoxy,  $\text{C}_3\text{-C}_8$  cycloalkyl,  $\text{C}_3\text{-C}_8$  cycloalkoxy,  $\text{C}_2\text{-C}_6$  alkenyl,  $\text{C}_2\text{-C}_6$  alkynyl,  $\text{C}_1\text{-C}_6$  haloalkyl,  $\text{C}_1\text{-C}_6$  haloalkoxy,  $\text{C}_3\text{-C}_8$  halocycloalkyl,  $\text{C}_3\text{-C}_8$  halocycloalkoxy, amino,  $\text{C}_1\text{-C}_6$  alkylamino,  $(\text{C}_1\text{-C}_6$  alkyl) $(\text{C}_1\text{-C}_6$  alkyl)amino, alkylcarbonylamino,  $\text{N}-(\text{C}_1\text{-C}_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $\text{C}_1\text{-C}_6$  alkylaminoalkyl,  $(\text{C}_1\text{-C}_6$  alkyl) $(\text{C}_1\text{-C}_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $\text{N}-(\text{C}_1\text{-C}_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $\text{C}_1\text{-C}_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of  $-\text{N}_3$ ,  $-\text{CO}_2\text{R}^4$ ,  $-\text{CONR}^5\text{R}^6$ ,  $-\text{P}(\text{O})(\text{OR}^4)_2$ ,  $-\text{P}(\text{O})(\text{NR}^4\text{R}^5)_2$ , and  $-\text{P}(\text{O})(\text{NR}^4\text{R}^5)(\text{OR}^4)$ , where  $\text{R}^4$ ,  $\text{R}^5$ , and  $\text{R}^6$  are each independently selected in each occurrence from the group consisting of hydrogen,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_8$  cycloalkyl,  $\text{C}_1\text{-C}_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $\text{C}_1\text{-C}_6$  alkyl; or

20 when X and Y are taken together to form  $=\text{NNR}^2\text{R}^3$ ,  $\text{R}^2$  and  $\text{R}^3$  are taken together with the attached nitrogen to form an optionally substituted heterocycle;

25  $\text{R}^A$  represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical  $-(\text{CH}_2)_m\text{Z}'$ , where  $m'$  is an integer from 0-6 and  $\text{Z}'$  is selected from the group consisting of halogen, hydroxy,  $\text{C}_1\text{-C}_6$

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alkanoyloxy, optionally substituted benzyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4'</sup>, -CONR<sup>5'</sup>R<sup>6'</sup>, -P(O)(OR<sup>4'</sup>)<sub>2</sub>, -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)<sub>2</sub>, and 5 -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)(OR<sup>4'</sup>), where R<sup>4'</sup>, R<sup>5'</sup>, and R<sup>6'</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or 10

R<sup>A</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>Z', where m' is an integer from 0-6 and Z' is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted 15 benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N- 20 (C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4'</sup>, -CONR<sup>5'</sup>R<sup>6'</sup>, -P(O)(OR<sup>4'</sup>)<sub>2</sub>, -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)<sub>2</sub>, and -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)(OR<sup>4'</sup>), where R<sup>4'</sup>, R<sup>5'</sup>, and R<sup>6'</sup> are each independently selected in each occurrence from the group consisting of 25 hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; and 30

R<sup>B</sup> represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>"Z", where m" is an integer from 0-6 and Z" is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoxyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> 5 cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, 10 cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z" is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4"</sup>, -CONR<sup>5"</sup>R<sup>6"</sup>, -P(O)(OR<sup>4"</sup>)<sub>2</sub>, -P(O)(NR<sup>4"</sup>R<sup>5"</sup>)<sub>2</sub>, and -P(O)(NR<sup>4"</sup>R<sup>5"</sup>)(OR<sup>4"</sup>), where R<sup>4"</sup>, R<sup>5"</sup>, and R<sup>6"</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> 15 cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or

R<sup>B</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 20 substituents are each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>"Z", where m" is an integer from 0-6 and Z" is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoxyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> 25 alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> 30 alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z" is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4"</sup>, -CONR<sup>5"</sup>R<sup>6"</sup>, -P(O)(OR<sup>4"</sup>)<sub>2</sub>, -P(O)(NR<sup>4"</sup>R<sup>5"</sup>)<sub>2</sub>, and -P(O)(NR<sup>4"</sup>R<sup>5"</sup>)(OR<sup>4"</sup>), where R<sup>4"</sup>, R<sup>5"</sup>, and R<sup>6"</sup> are each independently selected in each occurrence from the group consisting of

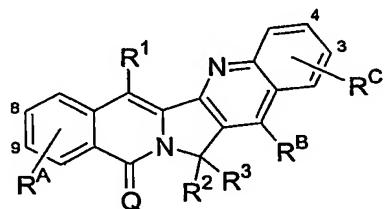
hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl is described.

2. The compound of claim 1, wherein X and Y are taken together to form =CR<sup>2</sup>R<sup>3</sup>.
- 5 3. The compound of claim 1, wherein X and Y are taken together to form =CR<sup>2</sup>R<sup>3</sup>, and the carbon-carbon double bond formed thereby is an E-double bond.
- 10 4. The compound of claim 1, wherein Z is selected from the group consisting of hydroxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, and nitro.
5. The compound of claim 1, wherein Z' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy and nitro.
- 15 6. The compound of claim 1, wherein Z'' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy and nitro.
7. The compound of claim 1, wherein X and Y are taken together to form =CR<sup>2</sup>R<sup>3</sup>; and R<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub> haloalkyl or aminoalkyl; and R<sup>1</sup> is hydrogen.
- 15 8. The compound of claim 1, wherein R<sup>B</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle.
- 20 9. The compound of claim 1, wherein R<sup>B</sup> represents 2-4 substituents where 2 of the substituents are adjacent substituents and are taken together with the attached carbons to form an heterocycle selected from the group consisting of dioxolane and dioxane.
- 25 10. The compound of claim 1, wherein R<sup>B</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle; and Z'' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy and nitro.
11. The compound of claim 1, wherein Q is oxygen; and R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy).
- 30 12. The compound of claim 1, wherein Q is oxygen; and R<sup>1</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, aminoalkyl, or C<sub>1</sub>-C<sub>6</sub> haloalkyl.

13. The compound of claim 1, wherein Q is oxygen, R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy), R<sup>B</sup> is 8,9-alkylenedioxy, and X and Y are taken together to form =CR<sup>2</sup>R<sup>3</sup>, where R<sup>2</sup> is hydrogen.

14. The compound of claim 1, wherein Q is oxygen, R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy), R<sup>B</sup> is 8,9-alkylenedioxy, X and Y are taken together to form =CR<sup>2</sup>R<sup>3</sup>, R<sup>2</sup> is hydrogen, and R<sup>1</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, amino-C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkylamino-C<sub>1</sub>-C<sub>6</sub> alkyl, or (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino-C<sub>1</sub>-C<sub>6</sub> alkyl.

15. A compound of the formula:



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wherein

Q is oxygen or sulfur;

R<sup>1</sup>, R<sup>2</sup>, and R<sup>3</sup> are each independently selected from the group

consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>Z, where m is an integer from 0-6 and Z

15 is selected from the group consisting of halogen, hydroxy, formyl, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzoyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl,

20 C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -P(O)(OR<sup>4</sup>)<sub>2</sub>, -P(O)(NR<sup>4</sup>R<sup>5</sup>)<sub>2</sub>, and -P(O)(NR<sup>4</sup>R<sup>5</sup>)(OR<sup>4</sup>), where

25 R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or

R<sup>1</sup> is selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>Z, where m is an integer from 0-6 and Z is selected from the group consisting

of halogen, hydroxy, formyl, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, 5 alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4</sup>, -CONR<sup>5</sup>R<sup>6</sup>, 10 -P(O)(OR<sup>4</sup>)<sub>2</sub>, -P(O)(NR<sup>4</sup>R<sup>5</sup>)<sub>2</sub>, and -P(O)(NR<sup>4</sup>R<sup>5</sup>)(OR<sup>4</sup>), where R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; and R<sup>2</sup> and R<sup>3</sup> are taken together with the attached carbon to form an optionally substituted carbocycle or heterocycle;

15 R<sup>A</sup> represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>Z', where m' is an integer from 0-6 and Z' is selected from the group consisting of halogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkanoyloxy, optionally substituted benzyloxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkoxy, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>8</sub> halocycloalkyl, C<sub>3</sub>-C<sub>8</sub> halocycloalkoxy, amino, C<sub>1</sub>-C<sub>6</sub> alkylamino, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)amino, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4'</sup>, -CONR<sup>5'</sup>R<sup>6'</sup>, -P(O)(OR<sup>4'</sup>)<sub>2</sub>, -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)<sub>2</sub>, and 20 -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)(OR<sup>4'</sup>), where R<sup>4'</sup>, R<sup>5'</sup>, and R<sup>6'</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkylcarbonylamino, 25 (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylamino, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylamino, aminoalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaminoalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C<sub>1</sub>-C<sub>6</sub> alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of -N<sub>3</sub>, -CO<sub>2</sub>R<sup>4'</sup>, -CONR<sup>5'</sup>R<sup>6'</sup>, -P(O)(OR<sup>4'</sup>)<sub>2</sub>, -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)<sub>2</sub>, and 30 -P(O)(NR<sup>4'</sup>R<sup>5'</sup>)(OR<sup>4'</sup>), where R<sup>4'</sup>, R<sup>5'</sup>, and R<sup>6'</sup> are each independently selected in each occurrence from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl; or

R<sup>A</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally

substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_{m'}Z'$ , where  $m'$  is an integer from 0-6 and  $Z'$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted 5 benzyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)amino, 10 alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ - $(C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally 15 substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z'$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4'}$ ,  $-CONR^{5'}R^{6'}$ ,  $-P(O)(OR^{4'})_2$ ,  $-P(O)(NR^{4'}R^{5'})_2$ , and  $-P(O)(NR^{4'}R^{5'})(OR^{4'})$ , where  $R^{4'}$ ,  $R^{5'}$ , and  $R^{6'}$  are each independently selected in each occurrence from the group consisting of 20 hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl;

$R^B$  is selected from the group consisting of hydrogen and a radical  $-(CH_2)_{m''}Z''$ , where  $m''$  is an integer from 0-6 and  $Z''$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted 25 benzyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ - $(C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally 30 substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z''$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4''}$ ,  $-CONR^{5''}R^{6''}$ ,  $-P(O)(OR^{4''})_2$ ,  $-P(O)(NR^{4''}R^{5''})_2$ , and  $-P(O)(NR^{4''}R^{5''})(OR^{4''})$ , where  $R^{4''}$ ,  $R^{5''}$ , and  $R^{6''}$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl; and'

$R^C$  represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_{m''}Z''$ , where  $m''$  is an integer from 0-6 and  $Z''$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted benzyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  5 cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, 10 cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z''$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4''}$ ,  $-CONR^{5''}R^{6''}$ ,  $-P(O)(OR^{4''})_2$ ,  $-P(O)(NR^{4''}R^{5''})_2$ , and  $-P(O)(NR^{4''}R^{5''})(OR^{4''})$ , where  $R^{4''}$ ,  $R^{5''}$ , and  $R^{6''}$  are each independently selected in each occurrence from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  15 cycloalkyl,  $C_1$ - $C_6$  haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- $C_1$ - $C_6$  alkyl; or

$R^C$  represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 20 substituents are each independently selected from the group consisting of hydrogen and a radical  $-(CH_2)_{m''}Z''$ , where  $m''$  is an integer from 0-6 and  $Z''$  is selected from the group consisting of halogen, hydroxy,  $C_1$ - $C_6$  alkanoyloxy, optionally substituted benzyloxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_8$  cycloalkyl,  $C_3$ - $C_8$  cycloalkoxy,  $C_2$ - $C_6$  25 alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  haloalkyl,  $C_1$ - $C_6$  haloalkoxy,  $C_3$ - $C_8$  halocycloalkyl,  $C_3$ - $C_8$  halocycloalkoxy, amino,  $C_1$ - $C_6$  alkylamino,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)amino, alkylcarbonylamino,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylamino, aminoalkyl,  $C_1$ - $C_6$  30 alkylaminoalkyl,  $(C_1$ - $C_6$  alkyl) $(C_1$ - $C_6$  alkyl)aminoalkyl, alkylcarbonylaminoalkyl,  $N$ -( $C_1$ - $C_6$  alkyl)alkylcarbonylaminoalkyl, cyano, nitro,  $C_1$ - $C_6$  alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or  $Z''$  is selected from the group consisting of  $-N_3$ ,  $-CO_2R^{4''}$ ,  $-CONR^{5''}R^{6''}$ ,  $-P(O)(OR^{4''})_2$ ,  $-P(O)(NR^{4''}R^{5''})_2$ , and  $-P(O)(NR^{4''}R^{5''})(OR^{4''})$ , where  $R^{4''}$ ,  $R^{5''}$ , and  $R^{6''}$  are each independently selected in each occurrence from the group consisting of

hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C<sub>1</sub>-C<sub>6</sub> alkyl is described.

16. The compound of claim 15, wherein at least one of R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>A</sup>, R<sup>B</sup>, or R<sup>C</sup> is not hydrogen.

5 17. The compound of claim 15, wherein R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy).

18. The compound of claim 15, wherein Q is oxygen, R<sup>A</sup> is 2,3-bis(C<sub>1</sub>-C<sub>6</sub> alkoxy), and R<sup>B</sup>, R<sup>C</sup>, R<sup>1</sup>, R<sup>2</sup>, and R<sup>3</sup> are each hydrogen.

10 19. The compound of claim 15, wherein Z' is selected from the group consisting of hydroxy and nitro.

15 20. The compound of claim 15, wherein R<sup>A</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>Z', where Z' is selected from the group consisting of hydroxy and nitro.

21. The compound of claim 15, wherein Z" is nitro.

22. The compound of claim 15, wherein Z"" is nitro.

23. The compound of claim 15, wherein R<sup>C</sup> represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical -(CH<sub>2</sub>)<sub>m</sub>Z"'; and Z"" is nitro.

25 24. A pharmaceutical composition comprising a compound of claim 1 or claim 15 and a pharmaceutically acceptable carrier, excipient, or diluent therefor.

30 25. A method for treating a mammal in need of relief from a disease state including cancer, comprising administering to the mammal an effective amount of a compound according to claim 1 or claim 15 or an effective amount of a pharmaceutical composition according to claim 24.